

2. Enter the information requested for the following:

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPROVAL
OM	IB Number: 3235-0076
Exp	oires: May 31, 2005
	imated average burden irs per response l

hours per response l						
SEC USE ONLY						
Prefix Serial						
DATE RECEIVED						

the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim	
A BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer (check if this is an amendment and name has changed, and incicate change.)  Bankers Investment Group LLC  Address of Executive Offices  (Number and Street, City, State, Zip Code)  Telephone Number (including Area Code)  (303) 778-d338  (303) 778-d338  Demon. Colorado 80210  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  Telephone Number (including Area Code)  (303) 778-d338  Demon. Colorado 80210  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  Telephone Number (including Area Code)  (303) 778-d338  Bar Demon. Colorado 80210  Same  Biof Description of Business  Company was organized to purchase an ownership interest in a bank  Type of Business Organization  [] obsiness trust  [] Similed partnership, already formed company:  Month Vear  Adual or Estimated Date of incorporation or Organization:  [] business trust  [] Similed partnership, already formed company:  On the Canada, FN for other foreign jurindiction of incorporation or Organization:  (Enter No-letter Vision of Incor	Name of Offering (check if this is an amendment and name has changed, and indicate change.) Bankers Investment Group LLC Membership Interests
Name of Issuer (Check if the is an amendment and name has changed, and indicate change.)  Ramkes finesterned Group LLC  Address of Executive Offices  (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code) (303) 778-0380  Telephone Number (Including Area Code) (303) 778-0380  Address of Principal Business Coverations (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code) (303) 778-0380  Address of Principal Business Coverations (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code) (303) 778-0380  Same  Brief Description of Business  Company was organization  [] Jimited partnership, already formed  (X) other (imited liability Company):  Same  Same  Adual or Estimated Date of Incorporation or Organization:  [] Ilmited partnership, to be formed  Month Year  Adual or Estimated Date of Incorporation or Organization:  [] Similed Principal Science (China Company):  CR Nor Grandar, FN for other foreign jurisdiction) [] City City  GENERAL INSTRUCTIONS  Faderin:  When to File: A notice must be filed to later than 15 days after the first sale of securities in his otherway. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier or address.  Where to File: U.S. Securities and Exchange Commission, 459 Film Street, NW. Washington, D.C. 2006.  Where to File: U.S. Securities and Exchange Commission, 459 Film Street, NW. Washington, D.C. 2006.  Where to File: U.S. Securities and Exchange Commission, 459 Film Street, NW. Washington, D.C. 2006.  The securities in the formation requested. Armendments need only report the rame of the issuer and offering, any changes thereto, the information requested in Part C. and symmetric changes from the information previously speed company to the disconness of the deem of the issuer and offering, any changes thereto, the information requested in Part C. and symmetric changes from the information previously speed company to the care of the issuer and offering, any changes t	
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Bankers Investment Group LLC  Address of Executive Offices (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  (303) 773-0380  Deriver, Colorado 80210  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  (if different from Executive Offices)  Same  Brief Description of Business Operations (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  (if different from Executive Offices)  Same  Brief Description of Business Operations (Number and Street, City, State, Zip Code)  Type of Business Organization  [1] Bimited partnership, already formed compsery):  [2] Corporation  [2] Bimited partnership, in the formation of Compsery):  Month Year  Adual or Estimated Date of Incorporation or Organization:  [38] [2] 2004 [2] X Actual [1] Estimated  Jurisdiction of Incorporation or Organization:  CN for Canada; FN for other foreign jurisdiction)  [3] [2] 2004 [2] X Actual [1] Estimated  Jurisdiction of Incorporation or Organization:  CN for Canada; FN for other foreign jurisdiction)  [4] [2] Color the Color of Canada; FN for other foreign jurisdiction)  [5] [6] [7] [7] [7] [7] [7] [7] [7] [7] [7] [7	1. Enter the information requested about the issuer
1165 S. Pennsylvania Street, Suite 103 Denver, Colorado 80210 Address of Principal Business Operations: (Number and Street, City, State, Zip Code) Referent from Executive Offices) Same  Bief Description of Business Company was organized to purchase an ownership interest in a bank  Type of Business Organization [ ] limited partnership, already formed	
Same  Brief Description of Business Company was organized to purchase an ownership interest in a bank  Type of Business Organization [ ] corporation [ ] limited partnership, already formed company): [ ] business trust [ ] limited partnership, to be formed    Month   Year	1165 S. Pennsylvania Street, Suite 103 (303) 778-0380
Type of Business Organization  [ ] Ismited partnership, already formed (X] other (limited liability company):    OCT 27 2004   O	(if different from Executive Offices)
Actual or Estimated Date of Incorporation or Organization: [08] [2004] [X] Actual [J Estimated]  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	
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Actual or Estimated Date of Incorporation or Organization: [08] [2004] [X] Actual [] Estimated  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	[ ] business trust [ ] limited partnership, to be formed
When to File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6). 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signalures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim of the exemption, a fee in the proper amount shall accompany this form. This notice shall be lifed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice will not result in a loss of an available state exemption state exemption unless such exemption is predi	CN for Canada; FN for other foreign jurisdiction) [C][O]
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A. BASIC IDENTIFICATION DATA	A BASIC IDENTIFICATION DATA

- Each promoter of the issuer, if the issuer has been organized within the past five years;
  Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director [X] General and/or Managing Partner
Full Name (Last name first, if individual) Opatowski, Michael
Business or Residence Address (Number and Street, City, State, Zip Code): 210 Clayton Street, Suite 1, Denver, Colorado 80206
Check Box(es) that Apply: [ ] Promoter [ X ] Beneficial Owner [ ] Executive Officer [ ] Director [ X ] General and/or  Managing Partner
Full Name (Last name first, if individual): Elken, Stephen F.
Business or Residence Address (Number and Street, City, State, Zip Code): 1165 S. Pennsylvania Street, Suite 103, Denver, Colorado 80210
Check Box(es) that Apply: [ ] Promoter [ X ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual): Stephen L. Axelrod Profit Sharing Plan
Business or Residence Address (Number and Street, City, State, Zip Code): 45 South Dexter, Denver, Colorado 80246
Check Box(es) that Apply: [ ] Promoter [ X ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual): Bilnia, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code): 35 Oak Street, North York, Ontario, Canada
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or  Managing Partner
Full Name (Last name first, if individual):
Business or Residence Address (Number and Street, City, State, Zip Code):
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual):
Business or Residence Address (Number and Street, City, State, Zip Code):
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual):
Business or Residence Address (Number and Street, City, State, Zip Code):

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

***************************************																
							В. І	NFORMA	TION ABO	OUT OFF	ERING					
1. Has	the issue	er sold, o	r does the	e issuer ir	ntend to s	ell, to non	-accredite	ed investo	rs in this c	ffering?				Yes [ ]	No [ X ]	
						Answer a	lso in Ap	nendix. Co	olumn 2 if	filing und	ter ULOF			. ,		
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?												\$ 50,000				
3. Does the offering permit joint ownership of a single unit?											Yes [X]	No [ ]				
remun persor	eration fo or agent ve (5) per	or solicita t of a bro	tion of pu ker or dea	rchasers aler regist	in connectered with	tion with the SEC	sales of sand/or wi	ecurities in th a state	n the offer or states,	ing. If a p list the na	erson to be ame of the	any commissi e listed is an a broker or deal mation for that	ssociated ler. If more		. ,	
Full Na	me (Las	t name fi	rst, if indi	vidual) N/	Α											
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[RI]	(SC)	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]				
Full Na	ame (Las	t name fi	rst, if indi	vidual)												
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Name	of Assoc	iated Bro	ker or De	aler												
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(Check	"All Stat	tes" or ch	neck indiv	idual Stat	es)					[	] All State	es				
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	(NY)	[NC]	[ND]	[OH]	(OK)	[OR]	[PA]				
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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and already

exchanged. Amount Already Aggregate Type of Security Offering Price Sold Debt ..... Equity ..... [ ] Common [ ] Preferred Convertible Securities (including warrants) ..... Partnership Interests ..... \$ 0 Other (Limited Liability Company Membership Interests)..... \$1,100,000 \$1,100,000 \$1,100,000 Total ..... \$1,100,000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors ..... 10 \$1,100,000 Non-accredited Investors ..... Total (for filings under Rule 504 only) ..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. **Dollar Amount** Type of Security Type of offering Sold Rule 505 ..... Regulation A..... Rule 504 ..... Total ..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees ...... [] Printing and Engraving Costs ..... [] Legal Fees ..... IXI Accounting Fees ..... [] Engineering Fees ..... Sales Commissions (specify finders' fees separately) ...... [] Other Expenses (Filing Fees) \$500 [X] \$15,500 Total ..... [X]

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\$\_1,084,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees  Purchase of real estate
Purchase, rental or leasing and installation of machinery and equipment
Construction or leasing of plant buildings and facilities
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)
Working capital
Other (specify):_Purchase interest in a bank
Column Totals

Officers	
Officers, Directors, &	Payments To
Affiliates	
[ ] \$	[]\$
[]\$	[]\$
[]\$	[]\$
[ ]\$	[]\$
[ ]\$	[]\$
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[ ]\$	[]\$
[]\$	[X] \$ <u>1,084,500</u>
[X]\$	1,084,500

Daymente to

		SIGN	

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date 8/18/2204
Bankers Investment Group LLC		,
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Michael Opatowski	Manager	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No [X]
See Appendix, Column 5, for state response.	į J	[ ^ ]

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
	MALAS	8/8/2004
Bankers Investment Group LLC	Y	
Name of Signer (Print or Type)	Title (Print or Type)	
Michael Opatowski	Manager	

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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***************************************	APPENDIX									
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			Type of						Disqualification under State	
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	invest		offering price		Type of investor and					
	Sta		offered in state		amount purc	chased in State		waiver granted)		
	(Part B-	Item 1)	(Part C-Item 1)	 	(Part C	C-Item 2)		(Paπ E-	(Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited				
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	non-acc		aggregate offering price		Time of investor and				attach explanation of	
	Sta		offered in state	Type of investor and amount purchased in State				waiver granted)		
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				Number of		Number of				
0	\/s -	NJ -	Part Control	Accredited	A	Non-Accredited	0			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
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<sup>\*\*</sup>One investor from Ontario, Canada for \$200,000

http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999